

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

$$\begin{matrix} \vdots \\ -\mathbf{x} \end{matrix}$$

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**ORDER AUTHORIZING MERRILL LYNCH INTERNATIONAL AND CERTAIN
OF ITS AFFILIATES TO DELIVER NOTICES OF ACCELERATION TO
LEHMAN BROTHERS HOLDINGS INC. FOR THE LIMITED PURPOSE OF
ACCELERATING CLAIMS AGAINST LEHMAN BROTHERS TREASURY CO. B.V.**

Upon the motion, dated November 25, 2009 (the “Motion”)¹ of Merrill Lynch International and certain of its affiliates (collectively, “ML”) for entry of an order (a) confirming ML’s ability to deliver notices of acceleration to Lehman Brothers Holdings Inc. (“LBHI”) with respect to certain notes issued by Lehman Brothers Treasury Co. B.V. (“LBT”) and acquired, from time to time, by ML (the “ML Notes”) without relief from the automatic stay imposed by section 362(a) of the Bankruptcy Code (the “Automatic Stay”) or (b) granting ML limited relief from the Automatic Stay to deliver notices of acceleration to LBHI; and the Court having reviewed the Motion and the objections thereto; and the Court having held hearings with respect to the Motion; and the Court having found that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (iii) proper and adequate notice of the Motion and the hearing thereon has been given and no other or further notice is necessary; and the Court having found that cause

¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

exists for the relief granted herein; and upon all the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted to the extent set forth herein and adjourned in all other respects, with the hearing on the adjourned portion of the Motion to be held contemporaneously with the hearing on the objection, if any, interposed by the Debtors and/or the Official Committee of Unsecured Creditors of LBHI, et al. (the “Committee”) to the proof(s) of claim filed by ML against LBHI on account of the ML Notes and/or the Guarantees; and it is further

ORDERED that ML is authorized to deliver notices of acceleration to LBHI with respect to the ML Notes solely for the purpose of accelerating ML’s claims against LBT in LBT’s insolvency proceeding in the Netherlands in accordance with the requirements of the Base Documentation and the relevant Final Terms; and it is further

ORDERED that, absent further order of the Court or a Protocol (as defined below), the delivery of notices of acceleration authorized hereby shall have no effect on LBHI’s liabilities, if any, in connection with the ML Notes and the Guarantees; and it is further

ORDERED that the entry of this Order shall be without prejudice to all rights, claims and defenses that ML, LBHI and the Committee may have regarding the manner in which proof(s) of claim against LBHI on account of the ML Notes and the Guarantees are to be calculated and the validity and enforceability of the Guarantees; provided however, that absent further order of the Court or a Protocol (as defined below), neither this Order nor the delivery of any notices of acceleration authorized hereby shall constitute a basis for allowing ML’s proof(s) of claim against LBHI in an amount greater than the maximum permissible claim ML could assert against LBHI pursuant to the Base Documentation, the relevant Final Terms and the

Guarantees in the absence of ML's delivery of the notices of acceleration authorized hereby; and it is further

ORDERED that to the extent, if any, that LBHI agrees, permits or deems notices of acceleration delivered by other holders of LBT notes to accelerate the liabilities, if any, of LBHI under such LBT notes (whether or not the same Series as the ML Notes) or the related Guarantees (the "Protocol"), ML shall have the right to elect, at its option, to have the benefit of such Protocol with respect to the ML Notes, the related Guarantees and notices of acceleration authorized hereunder provided that ML gives written notice of such election to LBHI within 20 business days (or such longer period as may be provided to other potential participants in such Protocol) (a "Decision Period") from the date that (a) an order approving the Protocol is served on ML at the addresses set forth on Exhibit A hereto or (b) ML receives written notice of the Protocol at the addresses set forth on Exhibit A hereto, if the effectiveness of the Protocol is not contingent upon entry of a further order of the Court; provided, that each time LBHI enters into a Protocol (whether or not ML has opted into a prior Protocol), ML shall have the right to elect, at its option, to have the benefit of such later Protocol provided that ML gives written notice of such election to LBHI within the Decision Period for such later Protocol; and it is further

ORDERED that this Order shall be effective *nunc pro tunc* to December 16, 2009 immediately upon its entry and shall not be stayed pursuant to Bankruptcy Rule 4001(a)(3).

Dated: New York, New York
March 22, 2010

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

ML Service Addresses

Merrill Lynch International
Merrill Lynch Financial Centre
2 King Edward Street
London, EC1A 1HQ, United Kingdom
Attn: Mr. Michail Zekyrgias
Fax: 00 44 20 7174 6448
Email: michail.zekyrgias@baml.com

-and-

Bank of America Merrill Lynch
One Bryant Park, 3rd Floor
New York, New York 10036
Attn: Mr. Frederick Morris
Fax: 917-338-2424
Email: frederick.morris@baml.com

With a copy to:

Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Attn: Jay M. Goffman, Esq.
George A. Zimmerman, Esq.
Andrew M. Thau, Esq.
Fax: 212-735-2000
Email: jay.goffman@skadden.com
george.zimmerman@skadden.com
andrew.thau@skadden.com